

RECORDATION NO. 22890-5 FILED

JUN 27 '03

2:09 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 27, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Assignment of Lease and Rent and Security Agreement, dated as of June 26, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Intended as Security which was previously filed with the Board under Recordation Number 22890.

The names and addresses of the parties to the enclosed document are:

Assignor:	Wells Fargo Bank Northwest, N.A. (successor in interest to First Security Bank, N.A.) 79 South Main Street, 3rd Floor Salt Lake City, Utah 84111
Assignee:	MHCB (USA) Leasing & Finance Corporation 1251 Avenue of the Americas New York, New York 10020

Mr. Vernon A. Williams
June 27, 2003
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A description of the railroad equipment covered by the enclosed document
is:

CCBX 007118 - CCBX 007149
CCBX 008100 - CCBX 008141
CCBX 071758 - CCBX 071925
CCBX 071927 - CCBX 072746
CCBX 072821
CCBX 072941
CCBX 073032
CCBX 073069
CCBX 073073 - CCBX 073077
CCBX 073079
CCBX 073081 - CCBX 073084
CCBX 073086 - CCBX 073467

A short summary of the document to appear in the index is:

Memorandum of Amended and Restated Assignment of Lease and Rent
and Security Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF AMENDED AND RESTATED ASSIGNMENT OF LEASE AND
RENT AND SECURITY AGREEMENT**

THIS MEMORANDUM OF AMENDED AND RESTATED ASSIGNMENT OF LEASE AND RENT AND SECURITY AGREEMENT dated as of this 26 day of June, 2003, is made by WELLS FARGO BANK NORTHWEST, N.A., with an address at 299 South Main St., 12th Floor, Salt Lake City, Utah 84111 (the "Assignor"), and MHCB (USA) LEASING & FINANCE CORPORATION, a New York Corporation, with an address at 1251 Avenue of the Americas, New York, New York 10020 (the "Assignee") not in its individual capacity except as expressly stated herein, but solely as Administrative Agent for certain lenders listed on Schedule I-B of the Amended and Restated Participation Agreement dated as of the date stated above (and as successor in the role of Administrative Agent to certain lenders to First Security Trust Company of Nevada, who served as such in the original Assignment of Lease and Rent and Security Agreement). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Amended and Restated Participation Agreement, dated as of June 26, 2003.

WITNESSETH:

First Security Bank, National Association, not in its individual capacity but solely as Certificate Trustee under Union Carbide Trust No. 2000-A, as "Original Lessor," purchased certain units of equipment more particularly described on Schedule 1 hereto;

Assignor has acquired all of the Original Lessor's interests in the units of equipment;

The Parties entered into that certain Amended and Restated Assignment of Lease and Rent and Security Agreement dated as of the date hereof; and

Under the Amended and Restated Assignment of Lease and Rent and Security Agreement, the Assignor assigned its right, title and interest in and to the railroad equipment and leases and beneficial interests therein to Assignee.

NOW THEREFORE the Parties wish to show for the public record the existence of the aforementioned Amended and Restated Assignment of Lease and Rent and Security Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

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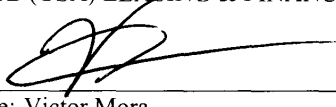
JUN 27 '03

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

MHCB (USA) LEASING & FINANCE CORPORATION

By: 
Name: Victor Mora
Title: Vice President

WELLS FARGO BANK NORTHWEST, N.A.

By: _____
Name: _____
Title: _____

STATE OF NEW YORK)
)
COUNTY OF QUEENS) SS

On this 23 day of June, 2003, before me personally appeared Victor Mera, to me personally known, who being by me duly sworn, say that he is Vice President of MHC B (USA) LEASING AND FINANCE CORPORATION, that said instrument was signed on such date on behalf of said association, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Virginia Purchia
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires: 11-30-05

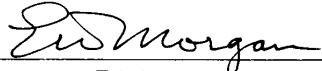
Signature page to Memorandum of
Assignment of Lease and Rent and Security Agreement

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

MHCB (USA) LEASING & FINANCE CORPORATION

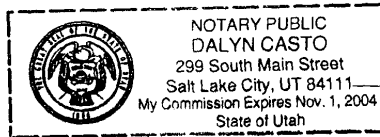
By: _____
Name: _____
Title: _____

WELLS FARGO BANK NORTHWEST, N.A.,
AS ADMINISTRATIVE AGENT

By: 
Name: Eric Morgan
Title: Trust Officer

STATE OF UTAH)
)
COUNTY OF Salt Lake) SS

On this 20th day of JUNE, 2003, before me personally appeared Eric Morgan, to me personally known, who being by me duly sworn, say that he is Trust Officer of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on such date on behalf of said association, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Dalyn Casto
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires:

EQUIPMENT SCHEDULE

CCBX 007118 - CCBX 007149
CCBX 008100 - CCBX 008141
CCBX 071758 - CCBX 071925
CCBX 071927 - CCBX 072746
CCBX 072821
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